


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M98000000633
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ASBURY TAMPA MANAGEMENT L.L.C.
3800 WEST HILLSBOROUGH AVENUE
TAMPA FL 33684

1a. Principal Place of Business Address
3800 WEST HILLSBOROUGH AVENUE
TAMPA FL 33684

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/17/1998	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	59-3512657	
5. Date of Last Report				6. Certificate of Status Desired	
				<input checked="" type="checkbox"/> \$8.75 Additional Fee Required	

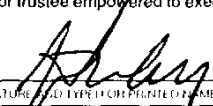
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
		FL	

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when new address)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ASBURY AUTOMOTIVE, L.P.	ONE ROCKEFELLER PLAZA, 32N	NEW YORK NY
			800002821028--6 -03/26/99--01134--003 ****188.75 ****188.75 36 3-24-99

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  J. I. Wooley 3/10/99 (813) 621-7747